

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

igitomer@bjllp.com

May 20, 1998

RECORDATION NO. 18686-C FILED

MAY 20 '98

2-25 PM

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a First Amendment, a secondary document, dated as of May 15, 1998. The primary document to which this is connected is recorded under Recordation No. 18686. We request that one copy of this document be recorded under Recordation No. 18686-C.

The names and addresses of the parties to the First Amendment are:

Lender:

General Electric Capital Corporation
33 W. Monroe Street
Chicago, IL 60603

Debtor:

South Central Tennessee Railroad Corporation
340 S. Central Drive
Centerville, TN 37033

A description of the equipment covered by the First Amendment consists of 100 open top hopper cars as numbered in the Attachment.

BALL JANIK LLP

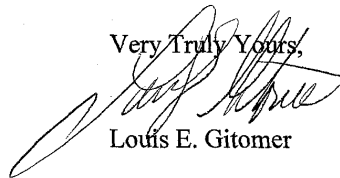
Honorable Vernon A. Williams
May 20, 1998
Page 2

A fee of \$26.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a First Amendment between General Electric Capital Corporation, 33 W. Monroe Street, Chicago, IL 60603, and South Central Tennessee Railroad Corporation, 340 S. Central Drive, Centerville, TN 37033, covering 100 open top hopper cars as numbered in the Attachment.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

ATTACHMENT

IC	866060
ICG	866063
ICG	866073
IC	866077
IC	866125
ICG	866181
ICG	866188
ICG	866198
IC	866202
ICG	866207
IC	866217
ICG	866245
IC	866249
ICG	866278
IC	866295
ICG	866302
ICG	866303
GMO	866306
GMO	866308
ICG	866309
GMO	866310
GMO	866311
GMO	866329
GMO	866336
GMO	866337
ICG	866338
ICG	866339
GMO	866346
GMO	866355
GMO	866366
ICG	866374
ICG	866380
GMO	866383
GMO	866386
ICG	866400
ICG	867007
ICG	867027
ICG	867031
ICG	867047
ICG	867049
ICG	867081
ICG	867084
ICG	867086

ICG	867104
ICG	867117
ICG	867153
ICG	867159
ICG	867170
ICG	867177
ICG	867199
ICG	867233
ICG	867238
ICG	867257
ICG	867269
ICG	867270
ICG	867277
ICG	867284
ICG	867294
ICG	867297
ICG	867309
ICG	867312
ICG	867314
ICG	867326
ICG	867332
ICG	867334
ICG	867354
ICG	867363
ICG	867367
ICG	867377
ICG	867389
ICG	867390
ICG	867392
ICG	867405
ICG	867406
ICG	867408
ICG	867409
ICG	867411
ICG	867414
ICG	867419
ICG	867422
ICG	867426
ICG	867433
ICG	867434
ICG	867441
ICG	867449
ICG	867456
ICG	867467
ICG	867476

ICG	867489
ICG	867501
ICG	867508
ICG	867525
ICG	867526
ICG	867546
ICG	867548
ICG	867549
ICG	867552
ICG	867581
ICG	867584
ICG	867594

Surface Transportation Board
Washington, D.C. 20423-0001

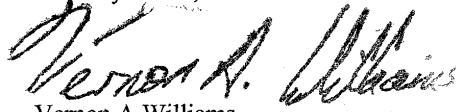
May 20, 1998

Louis E. Gitomer
Ball Janik LLP
1455 F Street, NW, Suite 225
Washington, D.C. 20005

Dear Mr. Gitomer:


The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and
and 49 CFR 1177.3 (s), on / May 20, 1998 at 2:25PM and assigned
recordation number(s) 18686-C And 21299-A .

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 52.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgement the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature: 

THIS FIRST AMENDMENT to the Railcar Security Agreement is made as of this 5th day of May, 1998 by and between General Electric Capital Corporation (the "Lender") and South Central Tennessee Railroad Corporation ("Debtor").

WHEREAS, the Railcar Security Agreement was made as of the 31st day of December, 1993 by South Central Tennessee Railroad Company, Inc., a California corporation ("SCTR") and Debtor in favor of Charter Financial, Inc. ("Charter") ("Railcar Agreement");

WHEREAS, Charter assigned the Railcar Agreement to ITT Capital Financial;

WHEREAS, ITT Capital Financial conveyed all of its interests to Lender;

WHEREAS, the stock of SCTR was acquired by Debtor and SCTR was merged into Debtor in January, 1994;

WHEREAS, Debtor is in the process of leasing 100 open top hopper cars and desires that they be explicitly excluded from the after acquired clause of Section 2 of the Railcar Agreement;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Debtor and Lender agree as follows:

1- Section 2. of the Railcar Agreement does not apply to the 100 open top hopper railcars being leased by Debtor and shown on Exhibit A attached hereto and made a part hereof.

2- Except as provided in Section 1., the terms and conditions of the Railcar Agreement remain unchanged.

IN WITNESS WHEREOF, the parties hereto have duly executed this First Amendment to the Railcar Agreement as of the day and year first above written.

GENERAL ELECTRIC CAPITAL CORPORATION

By: [Signature]
Its: Manager 5/15/98

RECORDATION NO. 18686-C FILED

MAY 20 '98

2-25 PM

SOUTH CENTRAL TENNESSEE RAILROAD CORPORATION

By: [Signature]

Its: Executive Vice President

EXHIBIT A

CARS LEASED BY SCTR *

1	IC	866060	51	ICG	867233
2	ICG	866063	52	ICG	867238
3	ICG	866073	53	ICG	867257
4	IC	866077	54	ICG	867269
5	IC	866125	55	ICG	867270
6	ICG	866181	56	ICG	867277
7	ICG	866188	57	ICG	867284
8	ICG	866198	58	ICG	867294
9	IC	866202	59	ICG	867297
10	ICG	866207	60	ICG	867309
11	IC	866217	61	ICG	867312
12	ICG	866245	62	ICG	867314
13	IC	866249	63	ICG	867326
14	ICG	866278	64	ICG	867332
15	IC	866295	65	ICG	867334
16	ICG	866302	66	ICG	867354
17	ICG	866303	67	ICG	867363
18	GMO	866306	68	ICG	867367
19	GMO	866308	69	ICG	867377
20	ICG	866309	70	ICG	867389
21	GMO	866310	71	ICG	867390
22	GMO	866311	72	ICG	867392
23	GMO	866329	73	ICG	867405
24	GMO	866336	74	ICG	867406
25	GMO	866337	75	ICG	867408
26	ICG	866338	76	ICG	867409
27	ICG	866339	77	ICG	867411
28	GMO	866346	78	ICG	867414
29	GMO	866355	79	ICG	867419
30	GMO	866366	80	ICG	867422
31	ICG	866374	81	ICG	867426
32	ICG	866380	82	ICG	867433
33	GMO	866383	83	ICG	867434
34	GMO	866386	84	ICG	867441
35	ICG	866400	85	ICG	867449
36	ICG	867007	86	ICG	867456
37	ICG	867027	87	ICG	867467
38	ICG	867031	88	ICG	867476
39	ICG	867047	89	ICG	867489
40	ICG	867049	90	ICG	867501
41	ICG	867081	91	ICG	867508
42	ICG	867084	92	ICG	867525
43	ICG	867086	93	ICG	867526
44	ICG	867104	94	ICG	867546
45	ICG	867117	95	ICG	867548
46	ICG	867153	96	ICG	867549
47	ICG	867159	97	ICG	867552
48	ICG	867170	98	ICG	867581
49	ICG	867177	99	ICG	867584
50	ICG	867199	100	ICG	867594

* Upon lease, new reporting marks will be SGVY with the same numbers.

State of New York)

ss.

County of Suffolk)

The foregoing First Amendment was acknowledged before me this 15 day of May, 1998 by Anthony Fantauzzi, ^{Manager} ~~Vice President~~ of General Electric Capital Corporation, a Delaware corporation, on behalf of the corporation.

Walter D. Rabin
Notary Public

My Commission Expires

WALTER D. RABIN
Notary Public, State of New York
No. 4860600
Qualified in Nassau County
Commission Expires May 5, 1999

seal

State of Florida)

ss.

County of Palm Beach)

The foregoing First Amendment was acknowledged before me this Thirteenth day of May, 1998 by Donald D. Redfearn, Executive Vice President of South Central Tennessee Railroad Corp., a Delaware corporation, on behalf of the corporation.

Dorothy Singer
Notary Public

My Commission Expires 7-16-01

seal

